

**DECLARATION OF MELISSA J. MITCHELL**

Pursuant to 28 U.S.C. § 1746, the undersigned states as follows:

1. My name is Melissa J. Mitchell. I am over twenty-one years of age and have personal knowledge of the matters set forth herein.
2. I am a member of the District of Columbia Bar admitted to practice law in the District of Columbia, and I work as a senior counsel in the Enforcement Division of the United States Securities and Exchange Commission (“Commission”). My work primarily consists of investigating potential violations of the securities laws. I have ten years of experience at the Commission.
3. Staff members of the Commission routinely access legally required disclosures of registered investment advisers through the Commission’s IAPD website, including the disclosures on Commission Form ADV. I have found the Commission’s website to contain accurate copies of Forms ADV submitted by registered investment advisers.
4. Form ADV is a two-part document that investment advisers are required to file or update annually. Part 1 contains “check-the-box” information about the firm, and Part 2 is a brochure, in narrative form, that describes key information about the firm.

5. On August 17, 2021, I accessed the Commission's website and printed a copy of the Form ADV submitted by Livingston Group Asset Management d/b/a Southport Capital ("Southport") in July 2021. A copy of Part 1 of Southport's 2021 Form ADV is attached hereto as Exhibit 1. A copy of Part 2 of Southport's 2021 Form ADV is attached hereto as Exhibit 2.

6. Commission staff also routinely access information regarding disclosures made by representatives of investment advisers (*i.e.*, the individuals who are associated with registered corporate entities) through the Commission's IAPD website. I have found the Commission's IAPD website to have accurate records of investment adviser representative's affiliations and disclosures made to the Commission.

7. On August 17, 2021, I accessed the Commission's IAPD website and printed a copy of John J. Woods's IAPD record. A copy of that printout is attached hereto as Exhibit 3.

8. On August 17, 2021, I accessed the Commission's IAPD website and printed a copy of James Woods's IAPD record. A copy of that printout is attached hereto as Exhibit 4.

9. On August 17, 2021, I accessed the Commission's IAPD website and printed a copy of Michael Mooney's IAPD record. A copy of that printout is attached hereto as Exhibit 5.

10. As part of the SEC's investigation of this matter I searched the internet and news sites for information regarding Mr. Woods, Southport and Horizon Private Equity, III, LLC ("Horizon"). One item that I located during that search was a news article from the Chattanooga.com dated September 28, 2008, which reported that Mr. Woods had acquired Southport Capital from a Chattanooga family. A copy of the article is attached as Exhibit 6.

11. As part of the SEC's investigation of this matter, we sought evidence regarding the assets and expenditures of Horizon. To that end, we obtained records from brokerage firms and banks for accounts in the name of Horizon. I reviewed those records to attempt to determine whether investor funds were being used for investments in the manner that was represented to Horizon investors.

12. Based on my review of bank statements and brokerage records from July 2021, it appears that Horizon had liquid assets of less than \$16 million, most of which was held in a brokerage account at a broker dealer registered with the Commission. Horizon's bank account had a balance of \$349,974.53.

13. I interviewed several individuals affiliated with entities that received large sums of cash from the bank accounts in the name of Horizon, including Bassam Issa, Bill Lind and Clint Wolford (the "Developers"). The corporate entities with which the Developers are affiliated sent to and received from Horizon's bank accounts several millions of dollars during the past several years.

Aside from some small investments in private placements, real estate projects with the Developers appear to constitute the majority of Horizon's illiquid assets.

14. The Developers told me that the money sent to and received from Horizon related to real estate projects in various stages of development. Horizon is only a partial owner of those projects. Based on my discussions with the Developers, it appears that Horizon has invested less than \$20 million in the real estate projects currently under way with the Developers.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 19, 2021

  
Melissa J. Mitchell